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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2012

Open to public inspection

For calendar year 2012 or tax year beginning SEP 1, 2012, and ending AUG 31, 2013

Name of foundation THE STRONG FOUNDATION		A Employer identification number 99-0090807
Number and street (or P.O. box number if mail is not delivered to street address) C/O BANK OF HAWAII P. O. BOX 3170		B Telephone number (808) 538-4444
City or town, state, and ZIP code HONOLULU, HI 96802		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,761,136. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		737,693.	737,693.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		847,448.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			847,448.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		50,303.	0.		STATEMENT 2
12 Total Add lines 1 through 11		1,635,444.	1,585,141.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		7,330.	1,833.		497.
c Other professional fees STMT 4		200,279.	200,279.		0.
17 Interest					
18 Taxes STMT 5		<1,420.>	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		7,530.	0.		7,530.
24 Total operating and administrative expenses. Add lines 13 through 23		213,719.	202,112.		13,027.
25 Contributions, gifts, grants paid		1,455,400.			1,455,400.
26 Total expenses and disbursements. Add lines 24 and 25		1,669,119.	202,112.		1,468,427.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<33,675.>			
b Net investment income (if negative, enter -0-)			1,383,029.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		830,934.	317,195.	317,195.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		1,073,828.	923,514.	925,901.
	b	Investments - corporate stock STMT 8		6,798,875.	6,774,391.	8,965,198.
	c	Investments - corporate bonds STMT 9		1,074,578.	992,426.	1,022,797.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		15,028,419.	15,765,433.	16,530,045.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		24,806,634.	24,772,959.	27,761,136.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		24,806,634.	24,772,959.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		24,806,634.	24,772,959.	
	31	Total liabilities and net assets/fund balances		24,806,634.	24,772,959.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	24,806,634.
2	Enter amount from Part I, line 27a	2	<33,675.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,772,959.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,772,959.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT	P	VARIOUS	VARIOUS
b	SEE STATEMENT	P	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			197,648.
b			649,800.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			197,648.
b			649,800.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	847,448.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,257,441.	26,322,977.	.047770
2010	1,423,413.	27,294,293.	.052151
2009	1,262,544.	25,481,178.	.049548
2008	1,482,216.	23,570,972.	.062883
2007	1,520,966.	30,602,522.	.049701

2 Total of line 1, column (d)	2	.262053
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.052411
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,824,670.
5 Multiply line 4 by line 3	5	1,458,319.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,830.
7 Add lines 5 and 6	7	1,472,149.
8 Enter qualifying distributions from Part XII, line 4	8	1,468,427.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 27,661.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 27,661.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 27,661.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 61,968.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 61,968.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 34,307.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BANK OF HAWAII Telephone no ► (808) 694-4525 Located at ► P. O. BOX 3170, HONOLULU, HI ZIP+4 ► 96802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	27,582,061.
b	Average of monthly cash balances	1b	666,335.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,248,396.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,248,396.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	423,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,824,670.
6	Minimum investment return. Enter 5% of line 5	6	1,391,234.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,391,234.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,661.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,661.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,363,573.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,363,573.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,363,573.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,468,427.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,468,427.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,468,427.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,363,573.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			886,611.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 1,468,427.				
a Applied to 2011, but not more than line 2a			886,611.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				581,816.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				781,757.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

SEE ATTACHED GRANT GUIDELINES

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT				1,455,400.
Total			3a	1,455,400.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	737,693.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	847,448.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISCELLANEOUS					303.
b RETURN OF PRIOR YR DISTR					50,000.
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,585,141.	50,303.
13 Total. Add line 12, columns (b), (d), and (e)					1,635,444.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes |
|----------|--|--------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1a(1) |
| | (2) Other assets | 1a(2) |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **APR - 7 2014** **VICE PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 03/30/14	Check ☐ if self-employed	PTIN P00646551
	Firm's name ▶ OHATA CHUN YUEN LLP			Firm's EIN ▶ 99-0237347	
	Firm's address ▶ 3684 WAIALAE AVENUE HONOLULU, HI 96816			Phone no 808 735-8585	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND AND CORPORATE INTEREST	97,017.	0.	97,017.
CORPORATE DIVIDENDS	640,676.	0.	640,676.
TOTAL TO FM 990-PF, PART I, LN 4	737,693.	0.	737,693.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	303.	0.	
RETURN OF PRIOR YEAR DISTRIBUTION	50,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	50,303.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,330.	1,833.		5,497.
TO FORM 990-PF, PG 1, LN 16B	7,330.	1,833.		5,497.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	200,279.	200,279.		0.
TO FORM 990-PF, PG 1, LN 16C	200,279.	200,279.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	<1,420.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<1,420.>	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION	7,188.	0.		7,188.
OTHER	342.	0.		342.
TO FORM 990-PF, PG 1, LN 23	7,530.	0.		7,530.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		923,514.	925,901.
TOTAL U.S. GOVERNMENT OBLIGATIONS			923,514.	925,901.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			923,514.	925,901.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	6,774,391.	8,965,198.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,774,391.	8,965,198.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	992,426.	1,022,797.
TOTAL TO FORM 990-PF, PART II, LINE 10C	992,426.	1,022,797.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	15,765,433.	16,530,045.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,765,433.	16,530,045.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNE STRONG CARTER C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	PRESIDENT, TRUSTEE 1.00	0.	0.	0.
SAMUEL A. COOKE C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	VICE PRESIDENT, TRUSTEE 1.00	0.	0.	0.
CHARLES M. HOLLAND JR. C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	VICE PRESIDENT, TRUSTEE 1.00	0.	0.	0.
DOUGLAS PHILPOTTS C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TREASURER, TRUSTEE 1.00	0.	0.	0.
CAROL L. TOM C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	SECRETARY 1.00	0.	0.	0.
HENRY F. RICE C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
EDWARD BALDWIN C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
PETER S. HO C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
PAUL L. WYSARD C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Strong Foundation

2013 Grant List

<u>Payee Organization</u>	<u>Purpose</u>	<u>Amount</u>
Historic Hawaii Foundation 680 Iwilei Road, Suite 690 Honolulu, HI 96817	Programs and service lines of the Preservation Resource Center	\$50,000.00
Bishop Museum 1525 Bernice Street Honolulu, HI 96817	Restoration of Pacific Hall	\$50,000.00
Book Trust, Hawaii Chapter P.O. Box 2465 Wailuku, HI 96793	Empowering Students Through Literacy in Maui County	\$100,000.00
Central Union Church Preschool & Kindergarten 1660 South Beretania Street Honolulu, HI 96826	Campus redevelopment project	\$50,000.00
Congregation of Christian Bros. Inc., Damien Memorial High School 1401 Houghtailing Street Honolulu, HI 96817	E Ho'opa'a, Securing Our Future Capital Campaign	\$100,000.00
Diamond Head Theatre 520 Makapuu Avenue Honolulu, HI 96816	Architectural work for entitlement process - Entitlements Support Phase	\$50,000.00
Easter Seals Hawaii 710 Green Street Honolulu, HI 96813	Renovation of Maui Campus for Disability Services	\$50,000 00
Haleakala Waldorf School 4160 Lower Kula Road Kula, HI 96790	Renovation and furnishing of Matsumoto Cottage for high school	\$100,000.00
Hawaii Alliance of Nonprofit Organizations 1020 South Beretania Street, 2nd Floor Honolulu, HI 96814	Support to build capacity to deliver on HANO's mission & sustainability	\$50,000.00
Waipa Foundation P. O. Box 1189 Hanalei, HI 96714	Construct the Waipa Kitchen, Poi Mill & Hale Imu	\$50,000.00
Hawaii Theatre Center 1132 Bethel Street, Suite 1404 Honolulu, HI 96813	Phase II of 'Green' LED Lighting Upgrades	\$75,000.00
Variety School of Hawaii 710 Palekaua Street Honolulu, HI 96816	Renovation of structures and landscaping for new high school program	\$75,000 00

Strong Foundation**2013 Grant List**

<u>Payee Organization</u>	<u>Purpose</u>	<u>Amount</u>
Mohala Pua School dba Honolulu Waldorf School 350 Ulua Street Honolulu, HI 96821	Renovation to auditorium on newly-acquired high school campus	\$50,000.00
Hospice Maui Inc 400 Mahalanā Street Wailuku, HI 96793	Design and construction of Hale Ho'olu'olu and construction of new office building	\$100,000 00
Hui Noeau Visual Arts Center 2841 Baldwin Avenue Makawao, HI 96768	Protect the Past, Enrich the Future preservation and restoration project	\$100,000 00
Kilauea Drama & Entertainment Network (KDEN) HCR 3 Box 13089 Kea'au, HI 96749	Sponsorship of orchestra, royalties and facility rental for 2013 summer musical	\$10,000.00
La Pietra, Hawaii School for Girls 2933 Poni Moi Road Honolulu, HI 96815	Renovation and purchase of furniture & technological tools for 16 classrooms	\$100,000.00
Pacific Aviation Museum Pearl Harbor 319 Lexington Blvd. Honolulu, HI 96818	Restoration of Aerological tower portion of historic Ford Island Control Tower complex	\$50,000.00
Palolo Chinese Home 2459 10th Avenue Honolulu, HI 96816-3098	Capital improvements for campus redevelopment project	\$50,000.00
Queen's Medical Center 1301 Punchbowl Street Fund Development Department Harkness Annex, Room 11 Honolulu, HI 96813	Construction/renovation to open The Queen's Medical Center - West O'ahu	\$50,000.00
Tri-Isle Resource Conservation and Development Council Inc P.O. Box 338 Kahului, HI 96733	Fiscal sponsor for 'Grow Some Good' project - providing greater nutritional awareness for community	\$70,400.00
Hawaii Opera Theatre Hawaii Opera Plaza 848 S. Beretania Street, Suite 301 Honolulu, HI 96813	Tosca Family Day and special marketing initiatives	\$75,000.00

Total \$1,455,400.00

STRONG FOUNDATION

TRUSTEES

Anne Strong Carter, President
Samuel A. Cooke, Vice President

Charles M. Holland, Jr., Vice President
Douglas Philpotts, Treasurer

Edward Baldwin
Peter S. Ho

Henry F. Rice
Paul L. Wysard

The following are the grantmaking criteria established by the Strong Foundation Trustees:

- Grants will be made to Hawaii 501(c)(3) charities only.
- Grants are predominantly for capital needs and of a major nature.
- Grants are primarily to be youth oriented.

There are no multi-year grants or grants to endowments, and each organization will be limited to a maximum of one grant every three years.

The following must be included or the request may not be considered:

- Number of copies to be submitted: original plus 8 copies.
- Trustee sponsorship: To facilitate discussion of each proposal at the meeting, each request must indicate the name of the Foundation trustee who has agreed to serve as its sponsor. Sponsorship generally includes trustee involvement with the charity or the program.
- Executive summary of request: No more than two pages, signed by the Board President or Executive Director. (Note: This is *in lieu of* a full proposal. The trustee who sponsors the proposal will be asked to provide any details, if so requested by the Board at the meeting, so the requesting organization should provide the sponsoring trustee with information that would otherwise be included in a full proposal. Note that the amount requested from the foundation should not exceed the amount the trustee agrees to sponsor.) Do not include a cover letter, a full proposal, or any attachments or brochures; they will not be submitted to the Board for review.
- Budget for the program or project, stapled to the Executive summary.
- If no funding has been made to the organization in the past by any foundations administered by Bank of Hawaii: One copy of the IRS exemption letter, indicating that the charity has 501(c)(3) status and is not a private foundation or support organization, and one copy of Articles of Incorporation and Bylaws. (Note: If the organization does not have exempt status issued by the IRS in its name, contact the Foundation Secretary before applying. See below for contact information.)
- Deadline: March 1 delivery to the Foundation at the address below or March 1 postmark.

A narrative report on the project, including its success and/or shortcomings, and a financial report on the use of grant funds is to be submitted upon completion of a project or annually, whichever occurs first. **A final report is to be submitted before requesting additional funding.**

NOTE: The Strong Foundation requests that no public acknowledgment be made of grant awards.

For further information, contact Carol Tom, Foundation Secretary, at 694-4525 (neighbor islands at 800-272-7262) or at carol.tom@boh.com.

ACCOUNT # 135019909
TAX ID XX-XX0807
FROM 09/01/2012
TO 08/31/2013
FISCAL YEAR: 08/31

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Gain and Loss Report
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CUSIP #/ PROPERTY DESCRIPTION		GAIN AND LOSS DETAIL			
		DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
					REG COVERED
SHORT TERM CAPITAL GAIN (LOSS)					
284.009 SHARES OF COLUMBIA ACORN INTERNATIONAL FUND CL Z		09/24/2012 06/06/2012	11,326.28	10,190.24	1,136.04 62 C
6565.55 SHARES OF ABERDEEN INTERNATIONAL EQUITY FUND INST		09/24/2012 02/02/2012	92,771.22	88,856.97	3,914.25 62 C
1408.061 SHARES OF THIRD AVENUE REAL ESTATE VALUE FUND CL IS		09/24/2012 02/02/2012	36,989.76	31,653.21	5,336.55 62 C
29088.323 SHARES OF GUGGENHEIM MID CAP VALUE FUND CL I		09/24/2012 02/16/2012	334,224.83	328,116.28	6,108.55 62 C
20 SHARES OF APPLE INC		09/24/2012 06/06/2012	13,737.29	11,407.00	2,330.29 55 C
80 SHARES OF COGNIZANT TECH SOLUTIONS CORP		09/24/2012 02/16/2012	5,467.08	5,761.42	(294.34) 55 C
190 SHARES OF EMC CORP		09/24/2012 06/06/2012	5,266.68	4,590.40	676.28 55 C

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		GAIN AND LOSS DETAIL			
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	REG COVERED
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					
20 SHARES OF HALLIBURTON CO	09/24/2012 06/06/2012	702.59	566.37	136.22	55 C
190 SHARES OF HUMANA INC	09/24/2012 06/06/2012	13,299.70	14,952.91	(1,653.21)	55 C
640 SHARES OF INTEL CORP	09/24/2012 06/06/2012	14,655.67	16,617.66	(1,961.99)	55 C
30 SHARES OF KOHL'S CORP	09/24/2012 06/06/2012	1,573.46	1,329.71	243.75	55 C
50 SHARES OF ORACLE	09/24/2012 06/06/2012	1,609.97	1,367.50	242.47	55 C
50 SHARES OF PUBLIC SERVICE ENT GROUP INC	09/24/2012 06/06/2012	1,585.50	1,564.65	20.85	55 C
140 SHARES OF PERRIGO CO.	09/24/2012 06/06/2012	16,236.83	14,726.08	1,510.75	55 C
80 SHARES OF QUALCOMM INC	09/24/2012 06/06/2012	5,077.48	4,664.39	413.09	55 C
30 SHARES OF CHARLES SCHWAB CORP	09/24/2012 02/02/2012	403.49	359.58	43.91	55 C

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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL		PROCEEDS OF SALE	COST	GAIN OR LOSS	REG	COVERED
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED									
60 SHARES OF SCHLUMBERGER LTD		09/24/2012 06/06/2012			4,442.30	3,821.19	621.11	55	C
260 SHARES OF SPDR S&P 500 ETF TRUST		09/24/2012 06/06/2012			37,732.95	34,107.50	3,625.45	55	C
50 SHARES OF US BANCORP		09/24/2012 06/06/2012			1,687.96	1,473.61	214.35	55	C
180 SHARES OF VERISK ANALYTICS INC CL A		09/24/2012 06/06/2012			8,418.41	8,516.63	(98.22)	55	C
890 SHARES OF VENTAS INC		09/24/2012 06/06/2012			55,669.59	50,920.37	4,749.22	55	C
90 SHARES OF WELLS FARGO COMPANY		09/24/2012 06/06/2012			3,127.43	2,771.96	355.47	55	C
520 SHARES OF EMERSON ELECTRIC CO		09/24/2012 06/06/2012			25,911.01	23,850.68	2,060.33	55	C
470 SHARES OF GILEAD SCIENCES INC		09/24/2012 06/06/2012			31,348.29	23,054.91	8,293.38	55	C
40 SHARES OF GOOGLE INC CL A		09/24/2012 02/16/2012			29,238.14	24,279.60	4,958.54	55	C

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GAIN AND LOSS DETAIL					
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	REG COVERED
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					
510 SHARES OF HANCOCK JOHN FINANCIAL OPPORTUNITY FUND	09/24/2012 06/06/2012	9,093.41	7,892.00	1,201.41	55 C
727.449 SHARES OF JOHN HANCOCK III DISC M/C-IS	12/11/2012 09/24/2012	9,565.95	9,456.84	109.11	62 C
963.338 SHARES OF THIRD AVENUE REAL ESTATE VALUE FUND CL IS	12/11/2012 02/02/2012	26,125.73	21,655.84	4,469.89	62 C
246.356 SHARES OF COLUMBIA ACORN INTERNATIONAL FUND CL Z	12/11/2012 06/06/2012	9,930.61	8,839.25	1,091.36	62 C
2360.437 SHARES OF ABERDEEN INTERNATIONAL EQUITY FUND INST	12/11/2012 02/02/2012	33,872.27	31,945.73	1,926.54	62 C
365.332 SHARES OF JANUS TRITON FUND CL I	12/11/2012 09/24/2012	6,784.21	6,718.45	65.76	62 C
50 SHARES OF COGNIZANT TECH SOLUTIONS CORP	12/11/2012 02/16/2012	3,621.41	3,600.89	20.52	55 C

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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL				
			PROCEEDS OF SALE	COST	GAIN OR LOSS	REG	COVERED
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED							
340 SHARES OF COVANCE INC		12/11/2012 06/06/2012	19,967.78	15,761.24	4,206.54	55	C
4190 SHARES OF EXELON CORPORATION		12/11/2012 09/24/2012	125,752.07	149,218.05	(23,465.98)	55	C
100 SHARES OF EXPEDITORS INTL WASH INC		12/11/2012 06/06/2012	3,877.92	3,889.50	(11.58)	55	C
50 SHARES OF GILEAD SCIENCES INC		12/11/2012 06/06/2012	3,830.91	2,452.65	1,378.26	55	C
190 SHARES OF LILLY ELI & CO		12/11/2012 06/06/2012	9,598.60	7,784.30	1,814.30	55	C
80 SHARES OF LILLY ELI & CO		12/11/2012 09/24/2012	4,041.52	3,802.40	239.12	55	C
90 SHARES OF QUALCOMM INC		12/11/2012 06/06/2012	5,802.16	5,247.44	554.72	55	C
140 SHARES OF CHARLES SCHWAB CORP		12/11/2012 02/02/2012	1,903.96	1,678.05	225.91	55	C
40 SHARES OF AT&T INC		12/11/2012 09/24/2012	1,364.77	1,532.40	(167.63)	55	C

ACCOUNT # 135019909
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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL				
			PROCEEDS OF SALE	COST	GAIN OR LOSS	REG	COVERED
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED							
50 SHARES OF UNILEVER PLC SPONSORED ADR		12/11/2012 09/24/2012	1,938.98	1,853.50	85.48	55	C
160 SHARES OF VARIAN MEDICAL SYSTEMS INC		12/11/2012 06/06/2012	11,527.76	9,467.82	2,059.94	55	C
50 SHARES OF VARIAN MEDICAL SYSTEMS INC		12/11/2012 09/24/2012	3,602.42	3,050.45	551.97	55	C
60 SHARES OF VERISK ANALYTICS INC CL A		12/11/2012 06/06/2012	2,977.14	2,838.87	138.27	55	C
200 SHARES OF WATSON PHARMACEUTICAL		12/11/2012 06/06/2012	17,935.61	13,999.28	3,936.33	55	C
11170 SHARES OF SPDR S&P 500 ETF TRUST		12/11/2012 06/06/2012	1,605,249.41	1,465,310.76	139,938.65	55	C
827.577 SHARES OF VANGUARD LONG-TERM TREASURY FUND CL ADM		04/05/2013 12/11/2012	10,874.36	11,172.29	(297.93)	62	C
21381.562 SHARES OF VANGUARD LONG-TERM TREASURY FUND CL ADM		04/05/2013 09/24/2012	280,953.73	285,016.23	(4,062.50)	62	C

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SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED							
660 SHARES OF BCE INC		04/05/2013 09/24/2012	29,962.27	28,822.20	1,140.07	55	C
100 SHARES OF BCE INC		04/05/2013 12/11/2012	4,539.74	4,374.00	165.74	55	C
270 SHARES OF QUEST DIAGNOSTICS INC		04/05/2013 06/06/2012	15,369.05	14,658.30	710.75	55	C
60 SHARES OF HEINZ H J CO		04/05/2013 09/24/2012	4,334.90	3,371.40	963.50	55	C
70 SHARES OF HEINZ H J CO		04/05/2013 12/11/2012	5,057.39	4,112.50	944.89	55	C
30 SHARES OF JOHNSON & JOHNSON		04/05/2013 09/24/2012	2,456.20	2,065.80	390.40	55	C
50 SHARES OF JOHNSON & JOHNSON		04/05/2013 12/11/2012	4,093.67	3,562.00	531.67	55	C
20 SHARES OF KIMBERLY CLARK CORP		04/05/2013 12/11/2012	1,980.18	1,719.00	261.18	55	C
60 SHARES OF REYNOLDS AMERICAN INC		04/05/2013 09/24/2012	2,653.75	2,648.40	5.35	55	C

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			PROCEEDS OF SALE	COST				
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED								
930 SHARES OF REYNOLDS AMERICAN INC		04/05/2013 12/11/2012	41,133.07	39,943.50	1,189.57		55	C
25000 UNITS OF COCA COLA CO SR UNSECURED 2.5% 04/01/2023		05/01/2013 02/28/2013	25,636.50	24,898.00	738.50		55	
25000 UNITS OF INTL BK RECON & DEV UNSECURED 1% 02/20/2018-2013		05/20/2013 02/08/2013	25,000.00	25,000.00	0.00		55	
17500 SHARES OF VANGUARD TOTAL BOND MARKET ETF		06/26/2013 12/11/2012	1,407,887.24	1,484,425.25	(76,538.01)		55	C
20000 UNITS OF NORFOLK SOUTHERN CORP SR UNSECURED 2.903% 02/15/2023-2022		07/19/2013 05/21/2013	19,150.20	19,940.00	(789.80)		55	
16365.831 SHARES OF JOHN HANCOCK III DISC M/C-IS		08/14/2013 09/24/2012	271,181.82	212,755.80	58,426.02		62	C
853.48 SHARES OF JANUS TRITON FUND CL I		08/14/2013 09/24/2012	18,494.91	15,695.50	2,799.41		62	C

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SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED							
6119.835 SHARES OF NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y		08/14/2013 09/24/2012	71,724.47	73,927.60	(2,203.13)	62	C
90 SHARES OF BRISTOL MYERS SQUIBB CO		08/14/2013 09/24/2012	3,884.33	3,027.60	856.73	55	C
120 SHARES OF BRISTOL MYERS SQUIBB CO		08/14/2013 12/11/2012	5,179.11	3,985.20	1,193.91	55	C
20 SHARES OF APACHE CORP		08/14/2013 12/11/2012	1,646.17	1,517.20	128.97	55	C
740 SHARES OF CENTURYLINK INC		08/14/2013 09/24/2012	25,004.16	31,028.20	(6,024.04)	55	C
110 SHARES OF CENTURYLINK INC		08/14/2013 12/11/2012	3,716.84	4,258.10	(541.26)	55	C
140 SHARES OF EXPEDITORS INTL WASH INC		08/14/2013 09/24/2012	5,697.90	5,140.31	557.59	55	C
650 SHARES OF GLAXOSMITHKLINE PLC ADR		08/14/2013 09/24/2012	34,013.90	30,420.00	3,593.90	55	C

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-----		-----	PROCEEDS OF SALE	COST	GAIN OR LOSS	REG COVERED
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SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED						
100 SHARES OF GLAXOSMITHKLINE PLC ADR		08/14/2013 12/11/2012	5,232.91	4,442.64	790.27	55 C
60 SHARES OF INTEL CORP		08/14/2013 12/11/2012	1,342.18	1,239.60	102.58	55 C
40 SHARES OF US BANCORP		08/14/2013 12/11/2012	1,481.57	1,285.20	196.37	55 C
70 SHARES OF WINDSTREAM CORP		08/14/2013 09/24/2012	575.24	767.90	(192.66)	55 C
90 SHARES OF WINDSTREAM CORP		08/14/2013 12/11/2012	739.60	765.00	(25.40)	55 C
TOTAL SHORT TERM CAPITAL GAIN (LOSS)			5,001,865.87	4,833,501.25	168,364.62	

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL				GAIN OR LOSS	REG	COVERED
		PROCEEDS OF SALE		COST				
LONG TERM CAPITAL GAIN (LOSS)								
2870.34 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	09/17/2012 10/01/2010	2,870.34		3,066.78		(196.44)	50	
4437.63 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	09/17/2012 09/14/2010	4,437.63		4,858.51		(420.88)	50	
2226.17 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	09/17/2012 10/01/2010	2,226.17		2,378.52		(152.35)	50	
2667.4 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	09/17/2012 09/27/2010	2,667.40		2,867.35		(199.95)	50	
363.18 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	09/17/2012 10/13/2010	363.18		384.86		(21.68)	50	
1790.28 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	09/17/2012 09/28/2010	1,790.28		1,857.83		(67.55)	50	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED									
1587.27 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038		09/25/2012 10/04/2010			1,587.27	1,721.20	(133.93)	50	
637.836 SHARES OF T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND		09/24/2012 04/26/2011			18,860.81	21,463.18	(2,602.37)	62	N
3278.041 SHARES OF RS GLOBAL NATURAL RESOURCES FUND CL Y		09/24/2012 04/06/2011			125,975.11	136,497.63	(10,522.52)	62	N
1745.166 SHARES OF ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS		09/24/2012 12/08/2005			20,348.64	20,911.33	(562.69)	62	
1729.024 SHARES OF ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS		09/24/2012 11/05/2010			20,160.42	21,543.64	(1,383.22)	62	
65941.808 SHARES OF GUGGENHEIM MID CAP VALUE FUND CL I		09/24/2012 09/03/2010			757,671.37	722,722.22	34,949.15	62	
50 SHARES OF APACHE CORP		09/24/2012 09/03/2010			4,396.40	4,655.67	(259.27)	55	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
340 SHARES OF AMERICAN EXPRESS CO	09/24/2012 09/03/2010	19,614.17	14,210.30	5,403.87	55
20 SHARES OF CHEVRON CORP	09/24/2012 01/17/2006	2,350.75	1,231.94	1,118.81	55
170 SHARES OF EXPRESS SCRIPTS HOLDING CO	09/24/2012 09/03/2010	10,728.46	7,467.62	3,260.84	55
40 SHARES OF FREEPORT MCMORAN COPPER & GOLD CLASS B	09/24/2012 09/03/2010	1,606.36	1,572.59	33.77	55
160 SHARES OF GENERAL ELECTRIC CO	09/24/2012 11/11/1911	3,582.32	37.61	3,544.71	55
50 SHARES OF JP MORGAN CHASE & CO	09/24/2012 07/13/2009	2,029.96	1,642.50	387.46	55
410 SHARES OF MICROSOFT CORP	09/24/2012 07/09/1993	12,697.42	1,079.05	11,618.37	55
40 SHARES OF VISA INC CL A SHARES	09/24/2012 09/03/2010	5,392.28	2,897.37	2,494.91	55

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
10 SHARES OF ABBOTT LABORATORIES	09/24/2012 06/17/2011	695.68	517.91	177.77	55 C
1500 SHARES OF ABBOTT LABORATORIES	09/24/2012 08/26/2011	104,352.67	74,943.45	29,409.22	55 C
265 SHARES OF PHILLIPS 66	09/24/2012 07/18/2006	12,359.32	7,991.29	4,368.03	55
290 SHARES OF KIMBERLY CLARK CORP	09/24/2012 06/17/2011	24,679.87	19,220.82	5,459.05	55 C
1010 SHARES OF KIMBERLY CLARK CORP	09/24/2012 08/26/2011	85,954.02	68,366.80	17,587.22	55 C
820 SHARES OF PHILIP MORRIS INTERNATIONAL	09/24/2012 06/17/2011	75,320.31	56,346.71	18,973.60	55 C
360 SHARES OF PHILIP MORRIS INTERNATIONAL	09/24/2012 08/26/2011	33,067.46	24,868.15	8,199.31	55 C
240 SHARES OF PROCTER & GAMBLE CO	09/24/2012 04/29/2005	16,665.22	13,012.80	3,652.42	55

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GAIN AND LOSS DETAIL					
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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
2043.97 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	10/15/2012 10/01/2010	2,043.97	2,183.85	(139.88)	50
1349.71 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	10/15/2012 09/14/2010	1,349.71	1,477.72	(128.01)	50
2409.77 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	10/15/2012 10/01/2010	2,409.77	2,574.69	(164.92)	50
2502.16 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	10/15/2012 09/27/2010	2,502.16	2,689.72	(187.56)	50
6609.02 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	10/15/2012 10/13/2010	6,609.02	7,003.50	(394.48)	50
1336.13 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	10/15/2012 09/28/2010	1,336.13	1,386.55	(50.42)	50

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GAIN AND LOSS DETAIL					
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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
1275.97 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	10/25/2012 10/04/2010	1,275.97	1,383.63	(107.66)	50
2343.81 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	11/15/2012 10/01/2010	2,343.81	2,504.21	(160.40)	50
582.9 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	11/15/2012 09/14/2010	582.90	638.18	(55.28)	50
2143.02 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	11/15/2012 10/01/2010	2,143.02	2,289.68	(146.66)	50
3784.54 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	11/15/2012 09/27/2010	3,784.54	4,068.23	(283.69)	50
6862.81 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	11/15/2012 10/13/2010	6,862.81	7,272.43	(409.62)	50

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED							
1759.03 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039		11/15/2012 09/28/2010	1,759.03	1,825.41	(66.38)	50	
1614.28 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038		11/26/2012 10/04/2010	1,614.28	1,750.48	(136.20)	50	
55000 UNITS OF GENERAL ELECTRIC CO NOTES 5% 02/01/2013		11/29/2012 01/23/2003	55,399.85	54,794.30	605.55	55	
717.096 SHARES OF TEMPLETON GLOBAL BOND FUND CL AD		12/11/2012 08/26/2011	9,759.67	9,817.04	(57.37)	62	N
307.051 SHARES OF ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS		12/11/2012 12/08/2005	3,718.39	3,679.22	39.17	62	
2667.781 SHARES OF ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS		12/11/2012 09/03/2010	32,306.83	28,945.42	3,361.41	62	
1124.865 SHARES OF T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND		12/11/2012 04/26/2011	34,465.85	37,851.71	(3,385.86)	62	N

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
810 SHARES OF ABBOTT LABORATORIES	12/11/2012 08/26/2011	53,539.88	40,469.46	13,070.42	55	C
100 SHARES OF BERKSHIRE HATHAWAY INC CL B	12/11/2012 02/08/2011	8,723.81	8,426.98	296.83	55	C
70 SHARES OF CUMMINS ENGINE INC	12/11/2012 06/28/2011	7,406.53	7,038.05	368.48	55	C
450 SHARES OF LILLY ELI & CO	12/11/2012 06/17/2011	22,733.53	16,842.42	5,891.11	55	C
750 SHARES OF LILLY ELI & CO	12/11/2012 08/26/2011	37,889.23	26,855.18	11,034.05	55	C
790 SHARES OF AT&T INC	12/11/2012 09/26/2006	26,954.28	26,228.00	726.28	55	
20 SHARES OF AT&T INC	12/11/2012 06/17/2011	682.38	619.00	63.38	55	C
430 SHARES OF AT&T INC	12/11/2012 08/26/2011	14,671.32	12,462.95	2,208.37	55	C
380 SHARES OF UNILEVER PLC SPONSORED ADR	12/11/2012 06/17/2011	14,736.26	12,072.71	2,663.55	55	C

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED							
-----		-----	-----	-----	-----	-----	-----
170 SHARES OF UNILEVER PLC SPONSORED ADR		12/11/2012 06/28/2011	6,592.54	5,471.59	1,120.95	55	C
1200 SHARES OF UNILEVER PLC SPONSORED ADR		12/11/2012 08/26/2011	46,535.55	39,807.00	6,728.55	55	C
80 SHARES OF VISA INC CL A SHARES		12/11/2012 09/03/2010	11,964.53	5,794.74	6,169.79	55	
100 SHARES OF VERISK ANALYTICS INC CL A		12/11/2012 08/26/2011	4,961.90	3,368.14	1,593.76	55	C
50000 UNITS OF JOHNSON & JOHNSON SR NOTES 5.15% 07/15/2018		12/11/2012 09/26/2008	60,999.50	49,773.50	11,226.00	55	
1929.56 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035		12/17/2012 10/01/2010	1,929.56	2,061.61	(132.05)	50	
245.87 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035		12/17/2012 09/14/2010	245.87	269.19	(23.32)	50	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
1831.56 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	12/17/2012 10/01/2010	1,831.56	1,956.91	(125.35)	50
2731.39 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	12/17/2012 09/27/2010	2,731.39	2,936.14	(204.75)	50
312.83 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	12/17/2012 10/13/2010	312.83	331.50	(18.67)	50
232.54 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	12/17/2012 09/28/2010	232.54	241.31	(8.77)	50
50000 UNITS OF MORGAN STANLEY SR UNSECURED 5.75% 10/18/2016	12/12/2012 10/11/2006	55,620.00	49,902.50	5,717.50	55
1307.35 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	12/26/2012 10/04/2010	1,307.35	1,417.66	(110.31)	50

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
2146.96 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	01/15/2013 10/01/2010	2,146.96	2,293.89	(146.93)	50
289.61 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	01/15/2013 09/14/2010	289.61	317.08	(27.47)	50
2467.48 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	01/15/2013 10/01/2010	2,467.48	2,636.35	(168.87)	50
2082.37 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	01/15/2013 09/27/2010	2,082.37	2,238.47	(156.10)	50
18180.12 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	01/15/2013 10/13/2010	18,180.12	19,265.25	(1,085.13)	50
232.91 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	01/15/2013 09/28/2010	232.91	241.70	(8.79)	50

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			PROCEEDS OF SALE					
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED								
3637.85 UNITS OF NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4.687% 01/15/2022		01/16/2013 07/05/2006	3,637.85		3,346.06	291.79	55	
1108.31 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038		01/25/2013 10/04/2010	1,108.31		1,201.82	(93.51)	50	
25000 UNITS OF FEDERAL NATIONAL MTGE ASSOC NOTES 1.3% 01/30/2017-2013		01/30/2013 01/26/2012	25,000.00		25,000.00	0.00	50	N
1835.21 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035		02/15/2013 10/01/2010	1,835.21		1,960.81	(125.60)	50	
1502.58 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035		02/15/2013 09/14/2010	1,502.58		1,645.09	(142.51)	50	
1827.47 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035		02/15/2013 10/01/2010	1,827.47		1,952.54	(125.07)	50	

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			PROCEEDS OF SALE					
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED								
3579.65 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037		02/15/2013 09/27/2010	3,579.65		3,847.98	(268.33)	50	
9269.42 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033		02/15/2013 10/13/2010	9,269.42		9,822.69	(553.27)	50	
2127.85 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039		02/15/2013 09/28/2010	2,127.85		2,208.14	(80.29)	50	
1817.77 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038		02/25/2013 10/04/2010	1,817.77		1,971.14	(153.37)	50	
1974.07 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035		03/15/2013 10/01/2010	1,974.07		2,109.17	(135.10)	50	
235.02 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035		03/15/2013 09/14/2010	235.02		257.31	(22.29)	50	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
1830.35 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	03/15/2013 10/01/2010	1,830.35	1,955.61	(125.26)	50
1612.49 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	03/15/2013 09/27/2010	1,612.49	1,733.36	(120.87)	50
209.44 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	03/15/2013 10/13/2010	209.44	221.94	(12.50)	50
2468.52 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	03/15/2013 09/28/2010	2,468.52	2,561.67	(93.15)	50
842.77 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	03/25/2013 10/04/2010	842.77	913.88	(71.11)	50
45000 UNITS OF COCA COLA ENTERPRISES INC NOTES 5% 08/15/2013	04/05/2013 02/11/2011	45,754.65	48,888.00	(3,133.35)	55 N

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
9191.183 SHARES OF		04/05/2013	120,772.14	120,404.50	367.64	62 N
VANGUARD LONG-TERM TREASURY FUND		10/26/2011				
CL ADM						
130 SHARES OF		04/05/2013	5,901.66	5,068.93	832.73	55 C
BCE INC		08/26/2011				
20 SHARES OF		04/05/2013	15,534.85	9,007.59	6,547.26	55
GOOGLE INC CL A		07/30/2009				
10 SHARES OF		04/05/2013	7,777.42	6,069.90	1,707.52	55 C
GOOGLE INC CL A		02/16/2012				
30 SHARES OF		04/05/2013	2,167.45	1,592.43	575.02	55 C
HEINZ H J CO		06/28/2011				
2770 SHARES OF		04/05/2013	200,128.01	141,973.02	58,154.99	55 C
HEINZ H J CO		08/26/2011				
1360 SHARES OF		04/05/2013	111,347.77	87,163.49	24,184.28	55 C
JOHNSON & JOHNSON		08/26/2011				
850 SHARES OF		04/05/2013	84,157.54	56,336.90	27,820.64	55 C
KIMBERLY CLARK CORP		06/17/2011				

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-----		-----	PROCEEDS OF SALE	COST	-----	-----	---	-----
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED								
200 SHARES OF REYNOLDS AMERICAN INC		04/05/2013 06/28/2011	8,845.82	7,438.92	1,406.90		55	C
570 SHARES OF REYNOLDS AMERICAN INC		04/05/2013 08/26/2011	25,210.59	20,834.70	4,375.89		55	C
1801.8 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035		04/15/2013 10/01/2010	1,801.80	1,925.11	(123.31)		50	
3005.4 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035		04/15/2013 09/14/2010	3,005.40	3,290.44	(285.04)		50	
1569.89 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035		04/15/2013 10/01/2010	1,569.89	1,677.33	(107.44)		50	
2928.2 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037		04/15/2013 09/27/2010	2,928.20	3,147.70	(219.50)		50	
216.56 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033		04/15/2013 10/13/2010	216.56	229.49	(12.93)		50	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
3207.55 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	04/15/2013 09/28/2010	3,207.55	3,328.58	(121.03)	50
10000 UNITS OF CHICAGO IL BUILD AMERICA BONDS TAXABLE C 6.207% 01/01/2036	04/17/2013 11/08/2011	11,084.20	10,239.50	844.70	55 N
2608.35 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	04/25/2013 10/04/2010	2,608.35	2,828.43	(220.08)	50
50000 UNITS OF COMCAST CORP COMPANY GUARNT 6.5% 01/15/2017	05/03/2013 02/18/2010	59,902.50	55,490.00	4,412.50	55
1818.77 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	05/15/2013 10/01/2010	1,818.77	1,943.24	(124.47)	50
5951.96 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	05/15/2013 09/14/2010	5,951.96	6,516.47	(564.51)	50

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
1867.18 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	05/15/2013 10/01/2010	1,867.18	1,994.96	(127.78)	50
2700.65 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	05/15/2013 09/27/2010	2,700.65	2,903.09	(202.44)	50
4452.71 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	05/15/2013 10/13/2010	4,452.71	4,718.48	(265.77)	50
2779.66 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	05/15/2013 09/28/2010	2,779.66	2,884.55	(104.89)	50
50000 UNITS OF KIMBERLY CLARK CORP NOTES 6.125% 08/01/2017	05/17/2013 05/19/2008	60,129.50	53,299.50	6,830.00	55
20000 UNITS OF US TREASURY 3.625% 02/15/2020	05/21/2013 03/07/2011	23,141.40	20,458.60	2,682.80	50 N
833.08 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	05/28/2013 10/04/2010	833.08	903.37	(70.29)	50

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CUSIP #/ PROPERTY DESCRIPTION							
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED							
770 SHARES OF HEINZ H J CO		06/10/2013 08/26/2011	55,825.00	39,465.43	16,359.57	55	C
2154.75 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035		06/17/2013 10/01/2010	2,154.75	2,302.22	(147.47)	50	
1164.04 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035		06/17/2013 09/14/2010	1,164.04	1,274.44	(110.40)	50	
1674.42 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035		06/17/2013 10/01/2010	1,674.42	1,789.01	(114.59)	50	
3797.33 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037		06/17/2013 09/27/2010	3,797.33	4,081.98	(284.65)	50	
200.56 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033		06/17/2013 10/13/2010	200.56	212.53	(11.97)	50	
232.45 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039		06/17/2013 09/28/2010	232.45	241.22	(8.77)	50	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
866.94 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	06/25/2013 10/04/2010	866.94	940.09	(73.15)	50
1630.96 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	07/15/2013 10/01/2010	1,630.96	1,742.58	(111.62)	50
799.99 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	07/15/2013 09/14/2010	799.99	875.86	(75.87)	50
1601.71 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035	07/15/2013 10/01/2010	1,601.71	1,711.33	(109.62)	50
3329.85 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037	07/15/2013 09/27/2010	3,329.85	3,579.46	(249.61)	50
206.27 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033	07/15/2013 10/13/2010	206.27	218.58	(12.31)	50

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
3863.28 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039	07/15/2013 09/28/2010	3,863.28	4,009.06	(145.78)	50
2734.99 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	07/25/2013 10/04/2010	2,734.99	2,965.76	(230.77)	50
20000 UNITS OF HARRIS CORP SR UNSECURED 5.95% 12/01/2017	07/22/2013 11/30/2007	22,364.20	19,930.40	2,433.80	55
30000 UNITS OF RESOLUTION FUNDING CORP BONDS 8.875% 07/15/2020	08/12/2013 12/19/2008	42,098.10	44,276.70	(2,178.60)	50
1615.60 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G01938 5.5% 09/01/2035	08/15/2013 10/01/2010	1,615.60	1,726.17	(110.57)	50
2769.44 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08088 6.5% 10/01/2035	08/15/2013 09/14/2010	2,769.44	3,032.10	(262.66)	50

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
1412.14 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08073 5.5% 08/01/2035		08/15/2013 10/01/2010	1,412.14	1,508.78	(96.64)	50
1976.45 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP POOL # G08200 6% 05/01/2037		08/15/2013 09/27/2010	1,976.45	2,124.61	(148.16)	50
192.87 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL # A13115 4.5% 08/01/2033		08/15/2013 10/13/2010	192.87	204.38	(11.51)	50
3500.02 UNITS OF GOVT NATIONAL MTGE ASSOC POOL # 720277 4% 07/15/2039		08/15/2013 09/28/2010	3,500.02	3,632.09	(132.07)	50
3709.629 SHARES OF JANUS TRITON FUND CL I		08/14/2013 06/06/2012	80,387.66	63,916.90	16,470.76	62 C
4174.88 SHARES OF JANUS TRITON FUND CL I		08/14/2013 10/26/2011	90,469.65	69,006.49	21,463.16	62 N
2630 SHARES OF BRISTOL MYERS SQUIBB CO		08/14/2013 06/17/2011	113,508.82	72,588.00	40,920.82	55 C

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED							
360 SHARES OF BRISTOL MYERS SQUIBB CO	08/14/2013 06/28/2011	15,537.33	10,321.16	5,216.17	55	C	
1110 SHARES OF BRISTOL MYERS SQUIBB CO	08/14/2013 08/26/2011	47,906.76	31,783.30	16,123.46	55	C	
2245 SHARES OF LILLY ELI & CO	08/14/2013 08/26/2011	123,270.80	80,386.49	42,884.31	55	C	
360 SHARES OF ACTAVIS INC	08/14/2013 06/06/2012	48,375.96	25,198.70	23,177.26	55	C	
390 SHARES OF APACHE CORP	08/14/2013 09/03/2010	32,100.34	36,314.23	(4,213.89)	55		
490 SHARES OF BCE INC	08/14/2013 06/17/2011	19,756.46	18,559.93	1,196.53	55	C	
220 SHARES OF BCE INC	08/14/2013 06/28/2011	8,870.24	8,514.00	356.24	55	C	
1380 SHARES OF BCE INC	08/14/2013 08/26/2011	55,640.63	53,808.69	1,831.94	55	C	
1380 SHARES OF CENTURYLINK INC	08/14/2013 06/17/2011	46,629.39	54,827.40	(8,198.01)	55	C	

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
3000 SHARES OF CENTURYLINK INC		08/14/2013 08/26/2011	101,368.23	103,329.30	(1,961.07)	55 C
1400 SHARES OF EXPEDITORS INTL WASH INC		08/14/2013 06/06/2012	56,979.01	54,453.00	2,526.01	55 C
165 SHARES OF GLAXOSMITHKLINE PLC ADR		08/14/2013 06/17/2011	8,634.30	6,845.24	1,789.06	55 C
230 SHARES OF GLAXOSMITHKLINE PLC ADR		08/14/2013 06/28/2011	12,035.69	9,632.40	2,403.29	55 C
1570 SHARES OF GLAXOSMITHKLINE PLC ADR		08/14/2013 08/26/2011	82,156.67	65,804.04	16,352.63	55 C
810 SHARES OF HALLIBURTON CO		08/14/2013 06/06/2012	37,761.53	22,937.90	14,823.63	55 C
1160 SHARES OF INTEL CORP		08/14/2013 06/06/2012	25,948.74	30,119.52	(4,170.78)	55 C
760 SHARES OF US BANCORP		08/14/2013 06/06/2012	28,149.91	22,398.87	5,751.04	55 C
40 SHARES OF WINDSTREAM CORP		08/14/2013 06/17/2011	328.71	521.92	(193.21)	55 C

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TAX ID XX-XXX0807
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GAIN AND LOSS DETAIL						
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	REG	COVERED
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
3960 SHARES OF WINDSTREAM CORP	08/14/2013 08/26/2011	32,542.32	47,754.04	(15,211.72)	55	C
4021.38 UNITS OF FEDERAL NATIONAL MORTGAGE ASSOC POOL # 984280 6% 06/01/2038	08/26/2013 10/04/2010	4,021.38	4,360.68	(339.30)	50	
10000 UNITS OF PRES&FELLOWS OF HARVARD BONDS 6.3% 10/01/2037-2016	08/23/2013 08/17/2006	11,100.00	10,420.20	679.80	55	
TOTAL LONG TERM CAPITAL GAIN (LOSS)		4,072,708.71	3,546,724.49	525,984.22		

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL			REG	COVERED
		PROCEEDS OF SALE	COST	GAIN OR LOSS		
SHORT TERM CAPITAL GAINS DIVIDENDS						

92165.899 BASIS SHARES OF				14,271.06	62	
PIMCO TOTAL RETURN FUND						
25998.257 BASIS SHARES OF				4,848.67	62	
THIRD AVENUE REAL ESTATE VALUE						
FUND CL IS						
30689.081 BASIS SHARES OF				52.17	62	
TEMPLETON GLOBAL BOND FUND CL AD						
33133.492 BASIS SHARES OF				331.33	62	
T ROWE PRICE INSTITUTIONAL						
EMERGING MARKETS EQUITY FUND						
49856.427 BASIS SHARES OF				3,041.24	62	
VANGUARD LONG-TERM TREASURY FUND						
CL ADM						
38510 BASIS SHARES OF				6,431.17	55	
VANGUARD TOTAL BOND MARKET ETF						
38510 BASIS SHARES OF				308.08	55	
VANGUARD TOTAL BOND MARKET ETF						
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS		0.00	0.00	29,283.72		

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GAIN AND LOSS DETAIL					
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	REG COVERED

LONG TERM CAPITAL GAINS DIVIDENDS					

92165.899 BASIS SHARES OF PIMCO TOTAL RETURN FUND				10,474.93	62
38211.662 BASIS SHARES OF RS GLOBAL NATURAL RESOURCES FUND CL Y				4,188.00	62
25998.257 BASIS SHARES OF THIRD AVENUE REAL ESTATE VALUE FUND CL IS				30,906.73	62
30689.081 BASIS SHARES OF TEMPLETON GLOBAL BOND FUND CL AD				5,214.07	62
56222.275 BASIS SHARES OF JANUS TRITON FUND CL I				36,673.79	62
56135.405 BASIS SHARES OF NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y				218.93	62
81407.329 BASIS SHARES OF ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS				13,208.34	62

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CUSIP #/ PROPERTY DESCRIPTION -----	DATE SOLD/ ACQUIRED -----	GAIN AND LOSS DETAIL			GAIN OR LOSS -----	REG ---	COVERED -----
		PROCEEDS OF SALE -----	COST -----				
LONG TERM CAPITAL GAINS DIVIDENDS - CONTINUED							
49856.427 BASIS SHARES OF VANGUARD LONG-TERM TREASURY FUND CL ADM				6,431.48	62		
38510 BASIS SHARES OF VANGUARD TOTAL BOND MARKET ETF				9,935.58	55		
49856.427 BASIS SHARES OF VANGUARD LONG-TERM TREASURY FUND CL ADM				1,595.41	62		
38510 BASIS SHARES OF VANGUARD TOTAL BOND MARKET ETF				4,967.79	55		
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS				0.00		123,815.05	

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SUMMARY OF CAPITAL GAINS AND LOSSES

TOTAL SHORT TERM CAPITAL GAIN (LOSS)	
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	168,364.62
	29,283.72
NET SHORT TERM CAPITAL GAIN (LOSS)	197,648.34
TOTAL LONG TERM CAPITAL GAIN (LOSS)	
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	525,984.22
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	123,815.05
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	649,799.27
NET CAPITAL GAIN (LOSS)	847,447.61
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE STRONG FOUNDATION	Employer identification number (EIN) or 99-0090807
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BANK OF HAWAII P. O. BOX 3170	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BANK OF HAWAII

- The books are in the care of ► **P. O. BOX 3170 - HONOLULU, HI 96802**

Telephone No. ► **(808) 694-4525**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning **SEP 1, 2012**, and ending **AUG 31, 2013**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	61,968.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	61,968.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 1-2013)